

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	X	

AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On June 10, 2013, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the party listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunction and Thirty-Seventh Omnibus Claims Objection Order Against James Sumpter, as Plaintiff, in Federal Court ERISA Action; and (II) Directing James Sumpter to Dismiss United States District Court, Southern Division of Indiana Action Against Reorganized Debtors and the Reorganized Debtors' Life & Disability Benefits Program ("Sumpter ERISA Injunction Order") (Docket No. 22063) [a copy of which is attached hereto as Exhibit C]
- 2) Order Denying Motion for Reconsideration of Sumpter ERISA Injunction Order (Docket No. 22065) [a copy of which is attached hereto as Exhibit D]
- 3) Joint Stipulation and Agreed Order between Reorganized Debtors and Pontiac Coil, Inc. Providing Pontiac Coil, Inc. an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. § 502(h) (Docket No. 22066) [a copy of which is attached hereto as Exhibit E]

On June 10, 2013, I caused to be served the documents listed below upon the party listed on Exhibit F hereto via postage pre-paid U.S. mail:

- 4) Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunction and Thirty-Seventh Omnibus Claims Objection Order Against James Sumpter, as Plaintiff, in Federal Court ERISA Action; and

(II) Directing James Sumpter to Dismiss United States District Court, Southern Division of Indiana Action Against Reorganized Debtors and the Reorganized Debtors' Life & Disability Benefits Program ("Sumpter ERISA Injunction Order") (Docket No. 22063) [a copy of which is attached hereto as Exhibit C]

- 5) Order Denying Motion for Reconsideration of Sumpter ERISA Injunction Order (Docket No. 22065) [a copy of which is attached hereto as Exhibit D]

On June 10, 2013, I caused to be served the document listed below upon the party listed on Exhibit G hereto via postage pre-paid U.S. mail:

- 6) Joint Stipulation and Agreed Order between Reorganized Debtors and Pontiac Coil, Inc. Providing Pontiac Coil, Inc. an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. § 502(h) (Docket No. 22066) [a copy of which is attached hereto as Exhibit E]

Dated: June 12, 2013

/s/ Darlene Calderon

Darlene Calderon

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 12<sup>th</sup> day of June, 2013, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Vanessa R. Quiñones

Commission Expires: 10/20/15

# **EXHIBIT A**

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Weltman, Weinberg & Reis Co., L.P.A.	Geoffrey J. Peters	175 South Third Street	Suite 900	Columbus	OH	43215		614-857-4326	614-222-2193	<a href="mailto:gpeters@weltman.com">gpeters@weltman.com</a>	Counsel to Seven Seventeen Credit Union
White & Case LLP	Glenn Kurtz Gerard Uzzi Douglas Baumstein	1155 Avenue of the Americas		New York	NY	10036-2787		212-819-8200		<a href="mailto:gkurtz@ny.whitecase.com">gkurtz@ny.whitecase.com</a> <a href="mailto:guzzi@whitecase.com">guzzi@whitecase.com</a> <a href="mailto:dbaumstein@ny.whitecase.com">dbaumstein@ny.whitecase.com</a>	Counsel to Appaloosa Management, LP
White & Case LLP	Thomas Lauria Frank Eaton	Wachovia Financial Center	200 South Biscayne Blvd., Suite 4900	Miami	FL	33131		305-371-2700	305-358-5744	<a href="mailto:tlauria@whitecase.com">tlauria@whitecase.com</a> <a href="mailto:featon@miami.whitecase.com">featon@miami.whitecase.com</a>	Counsel to Appaloosa Management, LP
Whyte, Hirschboeck Dudek S.C.	Bruce G. Arnold	555 East Wells Street	Suite 1900	Milwaukee	WI	53202-4894		414-273-2100	414-223-5000	<a href="mailto:barnold@whdlaw.com">barnold@whdlaw.com</a>	Counsel to Schunk Graphite Technology
Wickens Herzer Panza Cook & Batista Co	James W Moennich Esq	35765 Chester Rd		Avon	OH	44011-1262		440-930-8000	440-930-8098	<a href="mailto:jmoennich@wickenslaw.com">jmoennich@wickenslaw.com</a>	Counsel for Delphi Sandusky ESOP
Winston & Strawn LLP	David Neier Carey D. Schreiber	200 Park Avenue		New York	NY	10166-4193		212-294-6700	212-294-4700	<a href="mailto:dneier@winston.com">dneier@winston.com</a> <a href="mailto:cschreiber@winston.com">cschreiber@winston.com</a>	Counsel to Ad Hoc Group of Tranche A & B DIP Lenders
Winthrop Couchot Professional Corporation	Marc. J. Winthrop	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	<a href="mailto:mwinthrop@winthropcouchot.com">mwinthrop@winthropcouchot.com</a>	Counsel to Metal Surfaces, Inc.
Winthrop Couchot Professional Corporation	Sean A. O'Keefe	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	<a href="mailto:sokeefe@winthropcouchot.com">sokeefe@winthropcouchot.com</a>	Counsel to Metal Surfaces, Inc.
Womble Carlyle Sandridge & Rice, PLLC	Allen Grumbine	550 South Main St		Greenville	SC	29601		864-255-5402	864-255-5482	<a href="mailto:agrumbine@wcsr.com">agrumbine@wcsr.com</a>	Counsel to Armacell
Womble Carlyle Sandridge & Rice, PLLC	Michael G. Busenkell	222 Delaware Avenue	Suite 1501	Wilmington	DE	19801				<a href="mailto:mbusenkell@wcsr.com">mbusenkell@wcsr.com</a>	Counsel to Chicago Miniature Optoelectronic Technologies, Inc.
Woods Oviatt Gilman LLP	Ronald J. Kisinski	700 Crossroads Bldg	2 State St	Rochester	NY	14614		585-362-4514	585-362-4614	<a href="mailto:rkisicki@woodsoviatt.com">rkisicki@woodsoviatt.com</a>	
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	<a href="mailto:skrause@zeklaw.com">skrause@zeklaw.com</a>	Counsel to Toyota Tsusho America, Inc.
ZF North America	Thomas J. Schank	15811 Centennial Drive		Northville	MI	48168				<a href="mailto:Tom.schank@zf.com">Tom.schank@zf.com</a>	Counsel to ZF Group North America Operations, Inc.



## **EXHIBIT B**

## Post-Emergence Master Service List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PARTY / FUNCTION
United States Trustee	Brian Masumoto	33 Whitehall Street	21st Floor	New York	NY	10004-2112	Counsel to United States Trustee

## **EXHIBIT C**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

	)	
In re	)	Chapter 11
	)	
DPH HOLDINGS CORP., <i>et al.</i> ,	)	Case No. 05-44481 (RDD)
	)	Jointly Administered
	)	
Reorganized Debtors.	)	

**ORDER (I) ENFORCING MODIFICATION PROCEDURES ORDER, MODIFIED  
PLAN AND PLAN MODIFICATION ORDER INJUNCTION AND THIRTY-SEVENTH  
OMNIBUS CLAIMS OBJECTION ORDER AGAINST JAMES SUMPTER, AS  
PLAINTIFF, IN FEDERAL COURT ERISA ACTION; AND (II) DIRECTING JAMES  
SUMPTER TO DISMISS UNITED STATES DISTRICT COURT, SOUTHERN  
DIVISION OF INDIANA ACTION AGAINST REORGANIZED DEBTORS AND  
THE REORGANIZED DEBTORS' LIFE & DISABILITY BENEFITS PROGRAM**

**(“SUMPTER ERISA INJUNCTION ORDER”)**

Upon the Reorganized Debtors’ Motion for Order (1) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunctions and Thirty-Seventh Omnibus Claims Objection Order Against James Sumpter, As Plaintiff, In Federal Court ERISA Action; And (II) Directing James Sumpter To Dismiss United States District Court, Southern Division of Indiana Action Against Reorganized Debtors And The Reorganized Debtors’ Life & Disability Benefits Program (the “Motion”) (Docket No. 22040),<sup>1</sup> dated April 5, 2013; and due and sufficient notice of the Motion having been given and no other or further notice being necessary; and upon James B. Sumpter’s response to the Motion and the Reorganized Debtors’ Reply in Support of the Motion (Docket No. 22049); and upon the record of the hearing held by the Court on the Motion on April 25, 2013 (the “Hearing”) and the objections thereto as reflected in the Proposed Eighty-Second Omnibus Hearing Agenda (Docket No. 22052); and, after due

<sup>1</sup> Capitalized terms not defined in this order shall have the meanings ascribed to them in the Motion and the Reorganized Debtors’ Reply in Support of the Motion (Docket No. 22049).

deliberation and for good and sufficient cause for the reasons stated by the Court in its bench ruling at the conclusion of the Hearing, the Court hereby finds and

IT IS HEREBY ORDERED that:

1. The ruling made by the Court during the Hearing is incorporated in its entirety into this Order.
2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a) and (b) and 1334(b) and the Plan Modification Order.
3. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) in which the Court can enter a final order. The Bankruptcy Court, as a unit of the District Court, has core jurisdiction over, among other things, the allowance and disallowance of all claims, including ERISA claims. That jurisdiction allows this Court to determine whether ERISA claims are barred by the Court's bar date orders as part of the claim administration process previously established in this case, whether the claims are discharged by the Plan and the Court's Plan Modification Order, and whether the claims, as against the Debtor's estate, are meritorious. This Court is also the proper venue for this matter pursuant to 28 U.S.C. § 1409.
4. The Court has the power to interpret and enforce its procedural orders, as well as make a determination as to whether Mr. Sumpter's claims in the Indiana Litigation, as defined below, are barred by res judicata. In addition, the Court may enjoin conduct that would constitute a collateral attack on the Court's prior orders, including having subject matter jurisdiction to enjoin pursuit of claims pending in another court that are subject to a debtor's discharge.

5. The claims asserted by Mr. Sumpter in his United States District Court, Southern Division of Indiana action, Case No. 1:13-cv-0347 TWP-DKL (the “Indiana Litigation”), against the Reorganized Debtors and the DPH Holdings Corp. Life & Disability Plan for Salaried Employees (collectively, the “DPH Defendants”) in Causes of Action One, Two, Three, Six (b), Six (c) and Six (d), are fully barred by (1) the discharge under Section 11.2 of the Plan and section 1141 of the Bankruptcy Code, (2) Paragraph 20 of the Plan Modification Order, (3) the permanent injunction set forth in Paragraph 22 of the Plan Modification Order, and (4) the Thirty-Seventh Omnibus Claims Objection Order, dated December 2, 2009 (Docket No. 19135), disallowing Mr. Sumpter’s July 8, 2009 Claim (Docket No. 18620) (together, the “Orders”) and, therefore, are enjoined.
6. Causes of Action One, Two, Three, Six (b), Six (c) and Six (d) against the DPH Defendants in the Indiana Litigation are barred by res judicata and therefore are enjoined.
7. Mr. Sumpter is ordered and directed to dismiss immediately, with prejudice, his Indiana Litigation Causes of Action One, Two, Three, Six (b), Six (c) and Six (d) against the DPH Defendants.
8. Mr. Sumpter is enjoined from proceeding against the DPH Defendants on Causes of Action Four and Six (a) in the Indiana Litigation for the reason that this Court has sole jurisdiction over those claims, and any liquidation of those claims must occur in this Court.
9. The Reorganized Debtors may file a memorandum in further support of their Motion (“Supplemental Memorandum”) on or before May 25, 2013, on the issue of whether this Court should also enjoin and/or dismiss Mr. Sumpter’s Indiana Litigation Causes of Action Four and Six (a) against the DPH Defendants, as well as on the issue of the

measure of damages, if any, permitted under the claims asserted in Causes of Action Four and Six (a). Mr. Sumpter may file a response to the Supplemental Memorandum on or before June 24, 2013.

10. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.

Dated: White Plains, New York  
May 28, 2013

/s/Robert D. Drain  
U.S. BANKRUPTCY JUDGE

## **EXHIBIT D**



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X

In re:

DPH HOLDINGS CORP., et al.,

Chapter 11

Case No. 05-44481(RDD)

Reorganized Debtors.

(Jointly Administered)

-----X

**ORDER DENYING MOTION FOR RECONSIDERATION OF SUMPTER ERISA  
INJUNCTION ORDER**

Upon the motion, dated May 20, 2013 (the "Rule 59 Motion"), of James B. Sumpter, which the Court has deemed to be a motion pursuant to Fed. R. Bankr. P. 9023 (incorporating Fed. R. Civ. P. 59) for relief from the Court's Order, entered on May 28, 2013 (the "Sumpter ERISA Injunction Order"), which, after a hearing on April 25, 2013, granted the motion, dated April 5, 2013, of DPH Holding Corp. and certain of its affiliated reorganized debtors in the above-captioned cases; and the Court having considered the Rule 59 Motion and having found and concluded that the Rule 59 Motion does not set forth any basis for relief under Fed. R. Bankr. P. 9023 (incorporating Fed. R. Civ. P. 59); and no additional briefing of or a hearing on the Rule 59 Motion being required, it is hereby

**ORDERED** that the Rule 59 Motion is denied.

Dated: June 3, 2013

White Plains, New York

/s/Robert D. Drain

**HON. ROBERT D. DRAIN**

**UNITED STATES BANKRUPTCY JUDGE**

# **EXHIBIT E**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re:	:	Chapter 11
	:	Case No. 05-44481 (RDD)
DPH HOLDINGS CORP., et al.,	:	(Post Confirmation)
	:	
Reorganized Debtors,	:	
	:	
-----X		

**JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND PONTIAC COIL, INC. PROVIDING PONTIAC COIL, INC. AN  
ALLOWED GENERAL UNSECURED NON-PRIORITY CLAIM  
PURSUANT TO 11 U.S.C. §502(h)**

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and Pontiac Coil, Inc. (“Pontiac Coil”) respectfully submit this *Joint Stipulation And Agreed Order Between Reorganized Debtors And Pontiac Coil, Inc. Providing Pontiac Coil, Inc. An Allowed General Unsecured Non-Priority Claim Pursuant To 11 U.S.C. §502(h)*, and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC (“DAS LLC”), former debtors and debtors-in-possession in the above captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on or about September 26, 2007, the Debtors commenced an adversary proceeding (the “Adversary Proceeding”) by filing a complaint (the “Complaint”) to avoid and recover certain amounts (the “Transfers”) from Pontiac Coil.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the *First Amended Joint Plan of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified* (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interest in, the Debtors and making distributions (if any) with respect to all Claims and Interests.”

WHEREAS, pursuant to section 7.19 of the Modified Plan, the Reorganized Debtors in their sole and absolute discretion retained the right to pursue the claims and causes of action asserted in the Complaint and to settle, release or compromise such claims and causes of action without further approval of this Court.

WHEREAS, the Reorganized Debtors and Pontiac Coil entered into a settlement agreement dated February 14, 2013 (the “Settlement Agreement”) to resolve the Adversary Proceeding with respect to the Transfers, pursuant to which the Reorganized Debtors and Pontiac Coil agreed, *inter alia*, that pursuant to 11 U.S.C. §502(h), Pontiac Coil should be provided with an allowed general unsecured non-priority claim in the amount as set forth in the Settlement Agreement.

NOW, THEREFORE, the Reorganized Debtors and Pontiac Coil stipulate and agree as follows:

1. Pursuant to 11 U.S.C. 502(h), Pontiac Coil shall receive an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan in the amount set forth in the Settlement Agreement.

2. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 4th day of June, 2013.

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

Agreed to and approved for entry by:

Dated: Detroit, Michigan  
June 4, 2013

BUTZEL LONG, a professional corporation

By: /s/ Cynthia J. Haffey  
Cynthia J. Haffey  
150 W. Jefferson, Suite 100  
Detroit, Michigan 48226  
*Attorneys for Reorganized Debtors*

Dated: Detroit, Michigan  
June 4, 2013

KERR, RUSSELL AND WEBER, PLC

By: /s/ P. Warren Hunt  
James E. DeLine  
P. Warren Hunt  
500 Woodward Avenue, Suite 2500  
Detroit, Michigan 48226  
*Attorneys for Pontiac Coil, Inc.*

# **EXHIBIT F**

Pg 39 of 41  
DPH Holdings Corp.  
Special Parties

Company	Address1	City	State	Zip
James Sumpter	21169 Westbay Circle	Noblesville	IN	46062

# **EXHIBIT G**



Pg 41 of 41  
DPH Holdings Corp.  
Special Parties

Company	Contact	Address1	City	State	Zip
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